

RECORDATION NO. 26049-F FILED

MAY 02 '12 9 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

May 2, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 3 to Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated as of May 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26049.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/  
Lessor

Wells Fargo Bank Northwest, National  
Association  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, UT 84111

Chief  
Section of Administration  
May 2, 2012  
Page 2

Lessee: Wells Fargo Bank Northwest, National  
Association (as successor to Wachovia  
Financial Services, Inc.)  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, UT 84111

Indenture Trustee Wilmington Trust Company  
Rodney Square North  
100 North Market Street  
Wilmington, DE 19890-0001

A description of the railroad equipment covered by the enclosed document  
is:

10 railcars within the series FURX 738147 – FURX 738247 have been  
remarked within the series SMW 738147 – SMW 738247 as more  
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Amendment No. 3 to Memorandum of Lease Agreement, Lease  
Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3,  
Lease Supplement No. 4 and Lease Supplement No. 5 and Memorandum  
of Trust Indenture and Security Agreement and Trust Indenture  
Supplement No. 1

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

MAY 02 '12

9 00 AM

**AMENDMENT NO. 3 TO  
MEMORANDUM OF LEASE AGREEMENT,  
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2,  
LEASE SUPPLEMENT NO. 3, LEASE SUPPLEMENT NO. 4, AND  
LEASE SUPPLEMENT NO. 5 AND  
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND  
TRUST INDENTURE SUPPLEMENT NO. 1  
(Surface Transportation Board)**

This Amendment No. 3 to Memorandum of Lease Agreement and Memorandum of Trust Indenture and Security Agreement, (the "Amendment") is made and entered into this 1 day of May, 2012 pursuant to the Lease Agreement and Lease Supplements dated December 22, 2005, (the "Lease") between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and Wells Fargo Bank, National Association, successor to Wachovia Financial Services, Inc. (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated as of December 22, 2005 (the "Trust Indenture and Security Agreement") between Wilmington Trust Company, not individually but solely as Indenture Trustee ("Indenture Trustee"), and Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee ("Owner Trustee").

**WHEREAS**, a Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5, evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on December 22 2005, at 2:54 p.m., under Recordation Number 26049; and

**WHEREAS**, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on December 22, 2005 at 2:56 p.m., under Recordation Number 26049-A; and

**WHEREAS**, pursuant to Section 4.2, Duty to Number and Mark Equipment, of the Lease, Lessee is required to file and record in all public offices where the Lease and the Trust Indenture and Security Agreement have been filed, the new identification reporting mark for such railcars that have been changed and remain subject to the Lease and the Trust Indenture and Security Agreement; and

**NOW THEREFORE**, in order to comply with the provisions under the Lease, the Lessee hereby provides for the following:

Exhibit 1 attached hereto identifies the railcars subject to the Lease and the Trust Indenture and Security Agreement that have been reported as remarked and renumbered since January 1, 2011.

This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture and Security Agreement remain in full force and effect.

[The remainder of this page is intentionally left blank.]

Dated this 1 day of May, 2012.

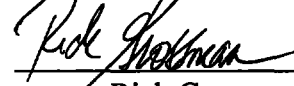
**OWNER TRUSTEE (LESSOR):**

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION**

By:   
Name: Denis V. Tkachuk  
Title: Assistant Vice President

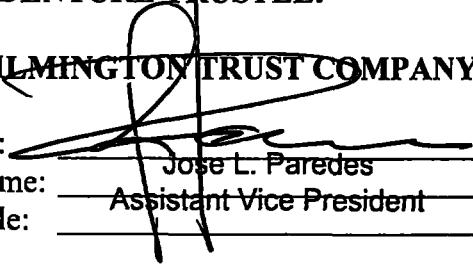
**LESSEE:**

**WELL FARGO BANK, NATIONAL  
ASSOCIATION (successor to Wachovia  
Financial Services, Inc.)**

By:   
Name: Rick Grossman  
Title: Designated Signer

**INDENTURE TRUSTEE:**

**WILMINGTON TRUST COMPANY**

By:   
Name: Jose L. Paredes  
Title: Assistant Vice President

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 20 day of April, 2012 by Dennis V. Trachuk, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

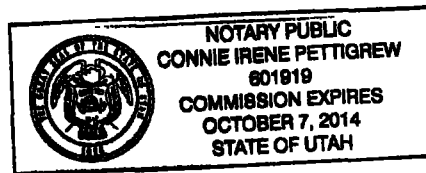
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Connie Irene Pettigrew

NOTARY PUBLIC

My Commission Expires: 10/7/2014

[Notarial Seal]



STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 27<sup>th</sup> day of January, 2012 by Rick Grossman, Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION**.

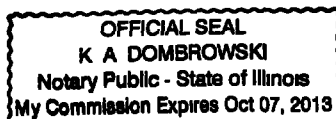
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

K. A. Dombrowski

NOTARY PUBLIC

My Commission Expires: 10-7-2013

[Notarial Seal]



STATE OF DELAWARE                     )  
  )  
COUNTY OF NEW CASTLE            )        ss.

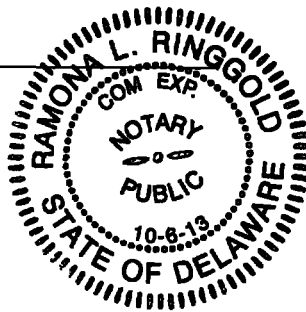
The foregoing instrument was acknowledged before me, the undersigned Notary Public,  
on this 9 day of Feb, 2012 by Jose L. Paredes, as Assistant Vice President  
of **WILMINGTON TRUST COMPANY**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal  
in the County and State aforesaid, the day and year first above written.

*Ramona L. Ringgold*  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

[Notarial Seal]



RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 10-06-2013

**EXHIBIT 1**

<b>COUNT</b>	<b>CAR ID</b>	<b>PRIOR CAR INITIAL</b>	<b>PRIOR CAR NUMBER</b>	<b>CURRENT CAR INITIAL</b>	<b>CURRENT CAR NUMBER</b>
1	152444	FURX	738147	SMW	738147
2	152467	FURX	738170	SMW	738170
3	152471	FURX	738174	SMW	738174
4	152484	FURX	738187	SMW	738187
5	152485	FURX	738188	SMW	738188
6	152487	FURX	738190	SMW	738190
7	152529	FURX	738232	SMW	738232
8	152530	FURX	738233	SMW	738233
9	152536	FURX	738239	SMW	738239
10	152544	FURX	738247	SMW	738247

Lease Schedule No. 3